



162nd Regular Session of Synod

November 17 & 18, 2023

CONVENING CIRCULAR

SECTION E

**CONSTITUTION AND CANONS COMMITTEE REPORT
REVISED**

CONSTITUTION AND CANONS COMMITTEE

The Constitution and Canons Committee (the “Committee”) comprised of Chancellor Marg Creal, KC (Chair), the Ven. John Anderson, Vice-Chancellor and Registrar Canon Paul Baston, Charlie Cutts, the Rev. Canon Dr. Stephen Fields, The Rev. Canon Susan Haig, Vice-Chancellor Mark Hemingway, Vice-Chancellor Gail Smith, and Vice-Chancellor John van Gent, submit the following report to the 162nd Regular Session of Synod.

The Synod Council, at its Sept. 28 and Oct. 19, 2023 meetings, approved the proposed changes to *The Constitution and Canons of the Diocese of Toronto* contained in this report. Synod Council further recommends them to Synod for approval.

This report has the proposed revisions organized as Housekeeping, Governance, and Suspensions.

Housekeeping

The following two revisions are being made to add the Executive Director as a secondary signing officer when the Treasurer and Director of Finance is unavailable.

The Constitution

The Constitution s.15(4) insert “the Executive Director or” after “Treasurer or Director of Finance of the Diocese or”

Canon 13 - Parishes

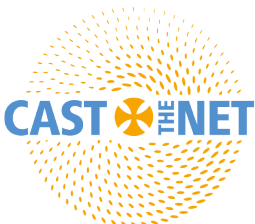
Canon 13 s.4(6)(a) replace “Area” with “Suffragan”
Canon 13 s.4(6)(a) insert “or the Executive Director” after “Treasurer or Director of Finance of the Diocese”

Income threshold for audit requirements

The Finance Committee is recommending increasing the income threshold on parishes that require an audit. The change is being made to align Canon 14 with provincial legislation.

Canon 14

Canon 14, title replace “Audit of Churchwardens’ Accounts” with “Review of Churchwardens’ Accounts”



Canon 14, s. 14(1)	replace “one or more auditors” with “a licensed CPA” and replace “auditor” with “CPA” in two instances.
Canon 14, s. 14(2)	replace “auditor” with “CPA” in two instances.
Canon 14, s. 14(4)	Canon 14, s. 14(4) replace “Notwithstanding subsection (1) the vestry may pass an extraordinary resolution with the permission of the Bishop to have a review engagement or notice to reader instead of an audit in respect of the parish’s financial year if the parish has annual revenue in that financial year of less than \$200,000 (excluding any extraordinary or non-recurring gains resulting from, without limitation, capital campaigns or the sale of a property) or an amount as declared by Synod Council in accordance with provincial legislation. The accountant conducting the review engagement or notice to reader shall make a report to the vestry on the Churchwardens’ accounts presented to the vestry at the annual meeting.” with “Notwithstanding subsection (1) the vestry may pass an extraordinary resolution to have a review engagement instead of an audit in respect of the parish’s financial year if the parish has annual revenue in that financial year of less than \$500,000 (excluding any extraordinary or non-recurring gains resulting from, without limitation, capital campaigns or the sale of a property) or have a compilation engagement instead of an audit, with the permission of the Bishop, if the parish has annual revenue in that financial year of less than \$100,000 in accordance with provincial legislation. The licensed CPA conducting the review or compilation engagement shall make a report to the vestry on the Churchwardens’ accounts presented to the vestry at the annual meeting.”
Canon 14, s. 14(6)	delete “, as the case may be,”
Canon 14, s. 14(7)	replace “auditors” with “audit/review/compilation”



Governance (Pilot Governance Project)

In 2018 the Governance and Decision-Making Working Group (a Focus Area under the Growing in Christ Strategic Plan 2016-2021 of the Incorporated Synod of the Diocese of Toronto) first proposed a new governance and decision-making structure for the Diocese. The overall objective was to develop a governance and decision-making structure for the Diocese which (a) is nimbler and more flexible, (b) provides for more efficient decision-making and processing, (c) is better, clearer and more consistent, (d) optimizes the allocation of resources (time, treasure and talent), and (e) minimizes risk. After extensive consultation with various stakeholders the Pilot Governance Project was presented to and approved by Synod at the 159th Regular Session of Synod held on November 8, 2019, with implementation, effective January 1, 2022 for a period of 2 years, approved by Synod at the 160th Regular Session of Synod held on November 26, 2021.

The new governance and decision-making structure includes the amalgamation of Diocesan Council (currently constituted pursuant to Canon 2) and Executive Board (currently constituted pursuant to Canon 3) into one body to be referred to as Synod Council. The Committee has recommended that Canon 2 (The Diocesan Council of the Synod) and Canon 3 (Executive Board) be deleted in their entirety and replaced with a new Canon constituting Synod Council as presently operating under the Pilot Governance Project.

Additionally, as a result of implementing the new governance structure, Canons 5, 31, 36, 37, 39, 44 s.3, and 44 s.5(g) are all affected, and The Committee provides its recommendations in this report to Synod.

The Constitution, s.35

Replace

“The Bishop shall fill all vacancies occurring between November 8, 2019 until the next Regular Session of Synod in the membership of the Synod Council, and Committees of Synod Council, in a manner consistent with the Pilot Plan of the Governance and Decision Making Working Group and shall make appointments to fill vacancies in the representation of this Diocese on the General Synod, the Provincial Synod of Ontario, where a sufficient number of



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elected substitutes are unable to attend.” with “The Bishop shall fill all vacancies occurring between Sessions of Synod in the membership of the Synod Council, Committees of Synod Council, Standing and other Committees of Synod, and shall make appointments to fill vacancies in the representation of this Diocese on the General Synod, the Provincial Synod of Ontario, where a sufficient number of elected substitutes are unable to attend.”

Canon 2 – The Diocesan Council of the Synod

Replace “Canon 2 The Diocesan Council of the Synod” in its entirety with “Canon 2 – The Synod Council of the Synod” in its entirety as follows:

CANON 2
SYNOD COUNCIL OF THE SYNOD

1. **Purpose**
Synod Council of the Synod shall exercise generally the executive powers of the Synod between sessions of the same except those of a legislative character.

2. **Members**
The membership of the Synod Council shall consist of:

Category of Member	Sub-Category of Member	Member of Synod	Sub-Totals	Totals
Office Holders	Bishop of Toronto	Yes	1	6-8
	Suffragan Bishops	Yes	2-4	
	Chancellor (or in their absence, a Vice Chancellor)	Yes	1	
	Honorary Clerical Secretary of Synod	Yes	1	
	Honorary Lay Secretary of Synod	Yes	1	



Bishop's Appointments	3 Committee Chairs (clergy or laity) from Finance, Property, and Human Resources	Yes	3	8
	Up to 5 Appointees (clergy or laity)	Yes	5	
Elected	5 Lay Members of Synod elected at Synod	Yes	5	10
	5 Clerical Members of Synod elected at Synod	Yes	5	
Non-Voting	Executive Director	Yes		1 (non-voting)
Total Membership of Synod Council				25-27 (including 1 non-voting)

The elected members shall hold office from the conclusion of that meeting of Synod until the conclusion of the next Regular Session of Synod.

The appointed members shall retain their office until such time as the Bishop's appointments have been made.

In the event of the resignation or death of an elected member, the Bishop shall appoint a replacement to complete the term of office.

Any member of Synod Council declared to be mentally incapable to manage their property or personal care by an Ontario Superior Court shall be deemed to have resigned.



3. Meetings

- (a) The Bishop shall be Chairperson of the Synod Council. If the Bishop be absent and has not named a Deputy Chairperson, the Synod Council shall elect one.
- (b) A quorum shall be ten (10) members of the Synod Council.
- (c) At least four (4) regular meetings shall be held in a year.
- (d) Meetings may, at the discretion of the Chairperson, be held using teleconference, videoconference or in-person, or a combination thereof.
- (e) A special meeting may be called at any time by the Chairperson.
- (f) Where the Chairperson decides that it is in the best interests of the Diocese for a decision to be made by the Synod Council between meetings by use of polling, the Chairperson shall instruct the Secretary of Synod to carry out a poll of the Synod Council members according to the following requirements:
 - i) The Secretary of Synod shall attempt to reach all members using all reasonable means available.
 - ii) At least a quorum of members must vote.
 - iii) The decision shall be structured in the form of a motion so as to require an answer of “for” or “against”.
 - iv) All members shall be given exactly the same information and be required to respond to exactly the same question.
 - v) Responses to any questions answered as part of the polling process are to be shared with all members polled and no vote is considered final unless all members voting have been given the same information and been informed of all responses to questions.
 - vi) The poll shall be recorded by the Secretary of Synod and the record of the poll received



at the next regular meeting of the Synod Council.

- (g) The following may be present at meetings: the Diocesan Executive Assistant; the Secretary of Synod; the Treasurer & Director of Finance; the Vice Chancellors and any other staff member of the Diocese or consultants to the Diocese invited by the Executive Director or the Chairperson. Where any Canon specifically refers to a person by title, and the function of that person changes, the Synod Council may, by resolution, substitute the person who has assumed the function of the person named in the Canon.

4. Duties and Responsibilities

The Council shall:

- (a) Exercise the powers conferred on the Synod by any Act of the Legislature of Ontario except with respect to property administered by the Investment Committee under Canon 39.
- (b) Appoint the Agenda Committee and Nominations Committee as required by The Constitution.
- (c) Consider and deal with the matters referred to it by Synod.
- (d) Establish subcommittees pursuant to "Terms of Reference", including the 5 standing committees of Synod Council: Audit, Finance, Property, Human Resources, and Risk and Governance, and working groups on an ad hoc basis to assist the Synod Council in carrying out its duties and responsibilities.
- (e) Receive reports and recommendations on policy, program and finance from the various boards and committees, including without limitation, the 5 standing committees of Synod Council: Audit, Finance, Property, Human Resources, and Risk and Governance, and decide on appropriate action.
- (f) Obtain or request the Secretary of Synod to obtain on its behalf, such information and specialized advice as the Synod Council



- determines necessary to carry out its duties and responsibilities.
- (g) Authorize the payment of money under the control of Synod.
 - (h) Make necessary arrangements for the sessions of Synod; prepare in due form such matters as the Bishop or any member of Synod may desire to bring before Synod; prepare nominations for all elections to be held by ballot in accordance with s. 21 of The Constitution.
 - (i) Receive notices of motion, memorials, or other matters to be considered by the Synod, and have the same printed in the Convening Circular in full, or in part, as it may deem expedient. No notice of motion or other matter to be considered by the Synod shall be printed in the Convening Circular until it has been considered by the Synod Council.

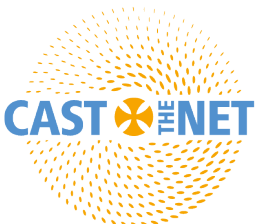
5. Suspension of Canons

Where it appears to the Synod Council to be in the best interests of the Diocese that any Canon should be suspended in any particular case, the Synod Council may by a two-thirds (2/3) vote of the members present suspend any Canon or provision thereof in a particular case until the next Regular Session of Synod. Where any Canonical provision has been suspended under this section, full reasons for the suspension shall be attached to the minutes and a full explanation shall be given at the next Regular Session of Synod."

Canon 3 – Executive Board

Delete

"Canon 3 – Executive Board" in its entirety.



Canon 5 – Trusts Committee

Replace “Canon 5 – Trusts Committee” in its entirety with “Canon 5 – Risk and Governance Committee” in its entirety as follows:

“CANON 5 RISK AND GOVERNANCE COMMITTEE”

1. There shall be a standing committee of the Synod Council to be known as the Risk and Governance Committee, hereinafter called the “Committee”.

2. Members

The membership of the Committee shall consist of:

- (i) The Chancellor
- (ii) The Vice-Chancellors
- (iii) The Registrar
- (iv) Seven (7) members appointed by Synod Council for a two-year term, at least three from each order. All Lay Members must be members of a Vestry as prescribed by Canon 14(4), or a member of a church in full communion with the Anglican Church of Canada, and at least half of the Lay Members must be Members of a Session of Synod.

All appointed members shall hold office for not more than a maximum of three successive two-year terms, following which such members may be reappointed but only after two years following the expiry of the member’s most recent term of office.

3. Duties and Responsibilities

The duties of the Committee shall be:

- (a) To consider and report on risk management, insurance and the acceptance of risk;
- (b) To consider and report on matters of Diocesan governance
- (c) To consider and report on devises, bequests, gifts or grants for church purposes to be held by the Synod in trust;



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- (d) To consider and report on applications to purchase, sell, license, lease or mortgage church property or to incur any financial obligation not expected to be liquidated within one year;
 - (e) To consider and report on plans and applications for the building of or structural alterations to church property;
 - (f) To consider and report on any other matters referred to it by the Synod Council.
4. At any time that may be authorized by the Synod Council, the Committee shall have power to act on behalf of the Synod Council in any of the matters referred to in subsections (c), (d), and (e) of Section 3 of this Canon.”

Canon 31 – Standing Committees of the Synod

Replace s.6 “annual” with “Regular”

Canon 36 – Audit Committee

Replace s.1 “Diocesan Council” with “Synod Council” in two instances.

Replace s.1 “Executive Board” with “Synod Council or any of its Committees”

Replace s.2(b) “Diocesan Council” with “Synod Council”

Replace s.2(e) “Diocesan Council” with “Synod Council”

Replace s.2(f) “Diocesan Council” with “Synod Council”

Canon 37 – Constitution and Canons Committee

Replace s.1 “Diocesan Council” with “Synod Council”

Replace s.2(2) “Diocesan Council” with “Synod Council”

Canon 39 – Investment Committee

Replace s.2(1) “Diocesan Council” with “Synod Council”

Replace s.3 “Diocesan Council” with “Synod Council”

Replace s.7 “Diocesan Council” with “Synod Council”



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Suspensions and related revisions

The Area and Area Council Working Group established earlier this year had an initial meeting to review their mandate and scope of work. Members soon realized that there was insufficient time to complete the work necessary to bring a meaningful report and recommendations to the 162nd Regular Session of Synod. As a result, it is being recommended that Canons 43 and 44 be suspended until the next Regular Session of Synod tentatively scheduled for 2025.

The Constitution, s.3(17)

Replace “for each Area, nominated by each Area Council, five (5) members between the ages of sixteen (16) and twenty-one (21), and five (5) members” with “up to 40”

Canon 43 – Areas and Area Bishops

Suspend Canon 43 until the next Regular Session of Synod

Canon 44 – Area Councils

Suspend Canon 44 until the next Regular Session of Synod

Blackline versions of *The Constitution and Canons of the Diocese of Toronto* follow.



The Constitution

[No revisions before this point.]

3. (17) Youth and Young Adult Members

In addition to the Lay Members elected and appointed in accordance with this section, the Bishop may appoint as a Lay Member of Synod for each Area, ~~nominated by each Area Council, five (5) members between the ages of sixteen (16) and twenty one (21), and five (5) up to 40~~ members between the ages of twenty-two (22) and thirty (30). For the purpose of this section these shall be additional qualifications to those set out in s. 3(1) such members must not have attained the age of 30 years at the time of appointment.

[No revisions between these two sections.]

15. Execution of Documents

- (1) All documents requiring execution under the Common Seal of the Synod, except such documents where the manner of execution is prescribed by Act of the Legislature of the Province of Ontario, shall be executed by the Bishop of the Diocese as President of Synod causing the Common Seal to be affixed and attesting thereto by the Bishop's signature and by the signature of the Secretary of Synod attesting thereto.
- (2) In the absence of the Bishop of the Diocese (no Administrator having been appointed under s. 12 of The Constitution), the Coadjutor Bishop, if any, or the Suffragan Bishops, in order of seniority shall have power to sign for the President and affix the Common Seal.
- (3) In the absence of all of the Bishops mentioned in s. 15(2) above, a Bishop's Commissary appointed by the Bishop of the Diocese under Seal shall have power to sign for the President and affix the Common Seal.
- (4) In the absence of the Secretary of Synod the documents referred to in s. 15(1) above shall be signed by the Treasurer and Director of Finance of the Diocese or ~~the Executive Director or~~ by each of the Honorary Clerical Secretary and the Honorary Lay Secretary.
- (5) Documents sealed and attested in accordance with the provisions of the foregoing subsections shall be deemed for all purposes to have been executed by The Incorporated Synod of the Diocese of Toronto, and the signature of any of the persons referred to in s. 15(2) to 15(4) inclusive on any document shall be conclusive evidence of the authority of such person to affix the Common Seal to and attest such document.
- (6) All deeds, leases, mortgages and other assurances of land shall be approved by the Solicitor of the Synod, or such other Barrister or Solicitor, licensed to practice law in the Province of Ontario, as designated by the Bishop, Synod Council or Secretary of Synod for such purpose, in writing before they are executed by the Bishop and Officers of a Session of Synod, and no covenant for payment by the Synod shall be inserted in any mortgage without the consent of the Synod Council.

[No revisions between these two sections.]



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35. Vacancies

The Bishop shall fill all vacancies occurring between November 8, 2019 until the next Regular Session of Synod in the membership of the Synod Council, and Committees of Synod Council, in a manner consistent with the Pilot Plan of the Governance and Decision Making Working Group and shall make appointments to fill vacancies in the representation of this Diocese on the General Synod, the Provincial Synod of Ontario, where a sufficient number of elected substitutes are unable to attend.

35. Vacancies

The Bishop shall fill all vacancies occurring between Sessions of Synod in the membership of the Synod Council, Committees of Synod Council, Standing and other Committees of Synod, and shall make appointments to fill vacancies in the representation of this Diocese on the General Synod, the Provincial Synod of Ontario, where a sufficient number of elected substitutes are unable to attend.

[No revisions after this point.]

CANON 2

The Diocesan Council of the Synod

1. Purpose

The Diocesan Council of the Synod shall exercise generally the executive powers of the Synod between sessions of the same except those of a legislative character.

2. Members

The membership of the Council shall consist of:

- (a) the Bishop, the Coadjutor Bishop and the Suffragan Bishops.
- (b) the Chancellor, or in the absence of the Chancellor, a Vice Chancellor
- (c) the Registrar
- (d) the Dean of Toronto
- (e) the President of the Diocesan Anglican Church Women.
- (f) the Honorary Clerical Secretary of Synod and the Honorary Lay Secretary of Synod.
- (g) one (1) clerical and two lay members from each Area, elected by the members of that Area, at or prior to the date of the meeting of the Synod.
- (h) up to fifteen (15) members of the Synod appointed by the Bishop in consultation with the Area Bishops.
- (i) one (1) member from each Area Council.

The elected members shall hold office from the conclusion of that meeting of Synod until the conclusion of the next Regular Session of Synod.



The appointed members shall retain their office until such time as the Bishop's appointments have been made.

In the event of the resignation or death of an elected member, the Bishop shall appoint a replacement to complete the term of office.

Any member of Diocesan Council declared to be mentally incapable to manage their property or personal care by an Ontario Superior Court shall be deemed to have resigned.

3.— Meetings

(a) The Bishop shall be Chairperson of the Diocesan Council. If the Bishop be absent and has not named a Deputy Chairperson, the Diocesan Council shall elect one.

(b) A quorum shall be eleven (11) members of the Diocesan Council.

(c) At least six (6) regular meetings shall be held in a year.

(d) A special meeting may be called at any time by the Chairperson.

(e) A special meeting may, at the discretion of the Chairperson, be held using teleconference or videoconference facilities in place of a face-to-face meeting.

(f) Where the Chairperson decides that it is in the best interests of the Diocese for a decision to be made by the Diocesan Council between meetings by use of polling, the Chairperson shall instruct the Secretary of Synod to carry out a poll of the Diocesan Council members according to the following requirements:

i) The Secretary of Synod shall attempt to reach all members using all reasonable means available.

ii) At least a quorum of members must vote.

iii) The decision shall be structured so as to require an answer of "yes" or "no".

iv) All members shall be given exactly the same information and be required to respond to exactly the same question.

v) Responses to any questions answered as part of the polling process are to be shared with all members polled and no vote is considered final unless all members voting have been given the same information and been informed of all responses to questions.

vi) The poll shall be recorded by the Secretary of Synod and the record of the poll received at the next regular meeting of the Diocesan Council.

(g) The following shall be present at meetings: the Diocesan Executive Assistant; the Chief Administrative Officer & Secretary of Synod; the Treasurer & Director of Finance; the senior staff person of: Communications, Congregational Development, Human Resources, Stewardship Development, and Social Justice and Advocacy. Where any Canon specifically refers to a person by title, and the function of that person changes, the Diocesan Council may, by resolution, substitute the person who has assumed the function of the person named in the Canon.



4. Duties and Responsibilities

The Council shall:

- (a) Exercise the powers conferred on the Synod by any Act of the Legislature of Ontario except with respect to property administered by the Investment Committee under Canon 39.
- (b) Appoint the Agenda Committee and Nominations Committee as required by The Constitution.
- (c) Consider and deal with the matters referred to it by Synod.
- (d) Receive reports and recommendations on policy, program and finance from the various boards and committees and decide on appropriate action.
- (e) Authorize the payment of money under the control of Synod.
- (f) Make necessary arrangements for the sessions of Synod; prepare in due form such matters as the Bishop or any member of Synod may desire to bring before Synod; prepare nominations for all elections to be held by ballot in accordance with s. 21 of The Constitution.
- (g) Receive notices of motion, memorials, or other matters to be considered by the Synod, and shall have the same printed in the Convening Circular in full, or in part, as it may deem expedient. No notice of motion or other matter to be considered by the Synod shall be printed in the Convening Circular until it has been considered by the Diocesan Council.

5. Where it appears to the Diocesan Council to be in the best interests of the Diocese that any Canon should be suspended in any particular case, the Diocesan Council may by a two-thirds (2/3) vote of the members present suspend any Canon or provision thereof in a particular case until the next Regular Session of Synod. Where any Canonical provision has been suspended under this section, full reasons for the suspension shall be attached to the minutes and a full explanation shall be given at the next Regular Session of Synod.



CANON 2 [NEW]
SYNOD COUNCIL OF THE SYNOD

1. Purpose

Synod Council of the Synod shall exercise generally the executive powers of the Synod between sessions of the same except those of a legislative character.

2. Members

The membership of the Synod Council shall consist of:

Category of Member	Sub-Category of Member	Member of Synod	Sub-Totals	Totals
Office Holders	Bishop of Toronto	Yes	1	6-8
	Suffragan Bishops	Yes	2-4	
	Chancellor (or in their absence, a Vice Chancellor)	Yes	1	
	Honorary Clerical Secretary of Synod	Yes	1	
	Honorary Lay Secretary of Synod	Yes	1	
Bishop's Appointments	3 Committee Chairs (clergy or laity) from Finance, Property, and Human Resources	Yes	3	8
	Up to 5 Appointees (clergy or laity)	Yes	5	
Elected	5 Lay Members of Synod elected at Synod	Yes	5	10
	5 Clerical Members of Synod elected at Synod	Yes	5	
Non-Voting	Executive Director	Yes		1 (non-voting)
Total Membership of Synod Council				25-27 (including 1 non-voting)

The elected members shall hold office from the conclusion of that meeting of Synod until the conclusion of the next Regular Session of Synod.



The appointed members shall retain their office until such time as the Bishop's appointments have been made.

In the event of the resignation or death of an elected member, the Bishop shall appoint a replacement to complete the term of office.

Any member of Synod Council declared to be mentally incapable to manage their property or personal care by an Ontario Superior Court shall be deemed to have resigned.

3. Meetings

- (a) The Bishop shall be Chairperson of the Synod Council. If the Bishop be absent and has not named a Deputy Chairperson, the Synod Council shall elect one.
- (b) A quorum shall be ten (10) members of the Synod Council.
- (c) At least four (4) regular meetings shall be held in a year.
- (d) Meetings may, at the discretion of the Chairperson, be held using teleconference, videoconference or in-person, or a combination thereof.
- (e) A special meeting may be called at any time by the Chairperson.
- (f) Where the Chairperson decides that it is in the best interests of the Diocese for a decision to be made by the Synod Council between meetings by use of polling, the Chairperson shall instruct the Secretary of Synod to carry out a poll of the Synod Council members according to the following requirements:
 - i) The Secretary of Synod shall attempt to reach all members using all reasonable means available.
 - ii) At least a quorum of members must vote.
 - iii) The decision shall be structured in the form of a motion so as to require an answer of "for" or "against".
 - iv) All members shall be given exactly the same information and be required to respond to exactly the same question.
 - v) Responses to any questions answered as part of the polling process are to be shared with all members polled and no vote is considered final unless all members voting have been given the same information and been informed of all responses to questions.
 - vi) The poll shall be recorded by the Secretary of Synod and the record of the poll received at the next regular meeting of the Synod Council.
- (g) The following may be present at meetings: the Diocesan Executive Assistant; the Secretary of Synod; the Treasurer & Director of Finance; the Vice Chancellors and any other staff member of the Diocese or consultants to the Diocese invited by the Executive Director or the Chairperson. Where any Canon specifically refers to a person by title, and the function of that person changes, the Synod Council may, by resolution, substitute the person who has assumed the function of the person named in the Canon.



4. Duties and Responsibilities

The Council shall:

- (a) Exercise the powers conferred on the Synod by any Act of the Legislature of Ontario except with respect to property administered by the Investment Committee under Canon 39.
- (b) Appoint the Agenda Committee and Nominations Committee as required by The Constitution.
- (c) Consider and deal with the matters referred to it by Synod.
- (d) Establish subcommittees pursuant to "Terms of Reference", including the 5 standing committees of Synod Council: Audit, Finance, Property, Human Resources, and Risk and Governance, and working groups on an ad hoc basis to assist the Synod Council in carrying out its duties and responsibilities.
- (e) Receive reports and recommendations on policy, program and finance from the various boards and committees, including without limitation, the 5 standing committees of Synod Council: Audit, Finance, Property, Human Resources, and Risk and Governance, and decide on appropriate action.
- (f) Obtain or request the Secretary of Synod to obtain on its behalf, such information and specialized advice as the Synod Council determines necessary to carry out its duties and responsibilities.
- (g) Authorize the payment of money under the control of Synod.
- (h) Make necessary arrangements for the sessions of Synod; prepare in due form such matters as the Bishop or any member of Synod may desire to bring before Synod; prepare nominations for all elections to be held by ballot in accordance with s. 21 of The Constitution.
- (i) Receive notices of motion, memorials, or other matters to be considered by the Synod, and have the same printed in the Convening Circular in full, or in part, as it may deem expedient. No notice of motion or other matter to be considered by the Synod shall be printed in the Convening Circular until it has been considered by the Synod Council.

5. Suspension of Canons

Where it appears to the Synod Council to be in the best interests of the Diocese that any Canon should be suspended in any particular case, the Synod Council may by a two-thirds (2/3) vote of the members present suspend any Canon or provision thereof in a particular case until the next Regular Session of Synod. Where any Canonical provision has been suspended under this section, full reasons for the suspension shall be attached to the minutes and a full explanation shall be given at the next Regular Session of Synod.



CANON 3
EXECUTIVE BOARD

1. Purpose

There shall be a standing committee of Diocesan Council to be known as the Executive Board, hereinafter called the "Board".

2. Members

The membership of the Board shall consist of:

- a. The Bishop, who shall be chair of the Board and who may designate another member of the Board to chair a meeting in the absence of the Bishop;
- b. Seven members of Diocesan Council elected by Diocesan Council; and
- c. Six members of Diocesan Council appointed by the Bishop.

Elected and appointed members shall hold office for not more than a maximum of three successive two-year terms, following which no re-election or re-appointment of such members may occur before the expiry of a two-year term.

3. Duties and Responsibilities

- a. The Board shall consider and report and/or make recommendations, as appropriate, to Diocesan Council on such matters as Diocesan Council shall refer to the Board;
- b. The Board shall carry out on behalf of Diocesan Council such functions as may be delegated to it by Diocesan Council in accordance with the Constitution and Canons;
- c. The Board shall have authority to obtain, or request the Secretary of Synod to obtain on its behalf, such information and specialized advice as the Board determines necessary to carry out its duties and responsibilities; and
- d. The Board shall have authority to establish subcommittees and working groups on an ad hoc basis to assist the Board in carrying out its duties and responsibilities.



CANON 5
TRUSTS COMMITTEE

1. There shall be a standing committee of the Diocesan Council to be known as the Trusts Committee, hereinafter called the "Committee".

2. Members

The membership of the Committee shall consist of:

- (i) The Chancellor
- (ii) The Vice-Chancellors
- (iii) The Registrar
- (iv) Six (6) members, three from each order. All Lay Members must be members of a Vestry as prescribed by Canon 14(4), or a member of a church in full communion with the Anglican Church of Canada, and at least half of the members must be Members of a Session of Synod.

Members shall hold office for not more than a maximum of three successive two-year terms, following which no such appointment may be made for one two-year term.

3. Duties and Responsibilities

The duties of the Committee shall be:

- (g) To consider and report on devises, bequests, gifts or grants for church purposes to be held by the Synod in trust;
- (h) To consider and report on applications to purchase, sell, license, lease or mortgage church property or to incur any financial obligation not expected to be liquidated within one year;
- (i) To consider and report on plans and applications for the building of or structural alterations to church property;
- (j) To consider and report on any other matters referred to it by the Diocesan Council.

4. At any time that may be authorized by the Diocesan Council, the Committee shall have power to act on behalf of the Diocesan Council in any of the matters referred to in subsections (a), (b), and (c) of Section 3 of this Canon.



CANON 5 [NEW]
RISK AND GOVERNANCE COMMITTEE

1. There shall be a standing committee of the Synod Council to be known as the Risk and Governance Committee, hereinafter called the "Committee".

2. Members

The membership of the Committee shall consist of:

- (i) The Chancellor
- (ii) The Vice-Chancellors
- (iii) The Registrar
- (iv) Seven (7) members appointed by Synod Council for a two-year term, at least three from each order. All Lay Members must be members of a Vestry as prescribed by Canon 14(4), or a member of a church in full communion with the Anglican Church of Canada, and at least half of the Lay Members must be Members of a Session of Synod.

All appointed members shall hold office for not more than a maximum of three successive two-year terms, following which such members may be reappointed but only after two years following the expiry of the member's most recent term of office.

3. Duties and Responsibilities

The duties of the Committee shall be:

- (a) To consider and report on risk management, insurance and the acceptance of risk;
- (b) To consider and report on matters of Diocesan governance;
- (c) To consider and report on devises, bequests, gifts or grants for church purposes to be held by the Synod in trust;
- (d) To consider and report on applications to purchase, sell, license, lease or mortgage church property or to incur any financial obligation not expected to be liquidated within one year;
- (e) To consider and report on plans and applications for the building of or structural alterations to church property;
- (f) To consider and report on any other matters referred to it by the Synod Council.

4. At any time that may be authorized by the Synod Council, the Committee shall have power to act on behalf of the Synod Council in any of the matters referred to in subsections (c), (d), and (e) of Section 3 of this Canon.



CANON 13 **PARISHES**

[No revisions before this point.]

4. 6. a) For purposes of executing any transfer to the Synod of any real property of any disestablished parish, the Bishop or any **Area Suffragan** Bishop may execute such transfer as the Incumbent of such parish, and the Secretary of Synod and the Treasurer and Director of Finance of the Diocese **or the Executive Director** may execute such transfer as the Churchwardens of such parish.

[No revisions beyond this point.]

CANON 14 **VESTRIES**

No changes before this point.

14. Audit Review of Churchwardens' Accounts

1. At every annual vestry meeting, the vestry shall appoint **one or more auditors a licensed CPA** to hold office until the close of the next annual vestry meeting, and if an appointment is not so made, the auditor in office continues in office until a successor is appointed or the **auditor CPA** resigns.
2. The **auditor CPA** shall make such examination as will enable the **auditor CPA** to report to the vestry as required under subsection (3).
3. The auditor shall make a report to the vestry on the Churchwardens' accounts presented to the vestry at the annual meeting. The Churchwardens' accounts shall include the financial position of the Churchwardens and the statements of operations and changes in fund balances and cash flow for the period under review. The auditor shall state in his/her report whether in his/her opinion the Churchwardens' accounts referred to herein present fairly, in all material respects, the financial position of the Churchwardens and the results of operations and the changes in financial position for the period under review in accordance with generally accepted accounting principles.
4. Notwithstanding subsection (1) the vestry may pass an extraordinary resolution **with the permission of the Bishop** to have a review engagement **or notice to reader** instead of an audit in respect of the parish's financial year if the parish has annual revenue in that financial year of less than **\$200,000 \$500,000** (excluding any extraordinary or non-recurring gains resulting from, without limitation, capital campaigns or the sale of a property) or **an amount as declared by Synod Council** **have a compilation engagement instead of an audit, with the permission of the Bishop, if the parish has annual revenue in that financial year of less than \$100,000** in accordance with provincial legislation. The **accountant licensed CPA** conducting the review **engagement** or **notice to reader compilation engagement** shall make a report to the vestry on the Churchwardens' accounts presented to the vestry at the annual meeting.



5. Notwithstanding subsection (4), the Bishop, Synod Council, Incumbent, Corporation or Vestry may require at any time an audit of the financial records of the Churchwardens' accounts in addition to or instead of a review engagement.
6. It shall also be the duty of the auditors or accountants, **as the case may be**, to report all matters which in their opinion should be brought before the vestry.
7. A copy of the Churchwardens' accounts with **auditors' audit/review/compilation** report thereon shall be forwarded to the Diocesan Office with the financial returns.

No changes after this point.

CANON 31 **STANDING COMMITTEES OF THE SYNOD**

1. Named

The Standing Committees of Synod shall be:

- (a) Constitution and Canons Committee (Canon 37);
- (b) Investment Committee (Canon 39); and
- (c) Pensions Fund (Canon 42).

2. Members

Members of Standing Committees shall be elected annually and shall continue in office until the regular session of the Synod following their appointment.

3. Quorum

One-third of the members of a Standing Committee shall constitute a quorum.

4. Meetings

The first meeting of a Standing Committee after its appointment shall be called by the secretary of such Committee or by the Secretary of Synod.

5. Ex-Officio Members

The Bishop, Coadjutor and Suffragan Bishops shall be ex-officio members of all Standing Committees.

6. Report to Synod

Each Standing Committee shall present a concise report of its work to the **annual session of the Synod** **Regular Session of the Synod**.

7. Nominations

Each Standing Committee shall deliver a list of nominations for membership for the ensuing year, to the Nominating Committee in sufficient time to enable such Committee to discharge its duty under Section 21 of the Constitution.



CANON 36
AUDIT COMMITTEE

1. Membership

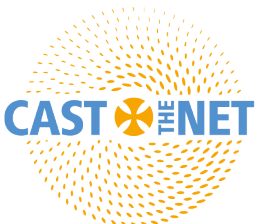
There shall be a standing Committee of the ~~Diocesan Council~~ **Synod Council** to be known as the Audit Committee, consisting of the Chair and at least two (2) other members, to be elected annually by the ~~Diocesan Council~~ **Synod Council**. The majority of the members of the Audit Committee shall not be members of the ~~Executive Board~~ **Synod Council or any of its Committees**. Employees of the Diocese shall not be members.

2. Duties

- (a) To recommend to Synod the appointment of auditors and their remuneration;
- (b) To review the annual audited financial statements of Synod with the auditor prior to making recommendations to the ~~Diocesan Council~~ **Synod Council**;
- (c) To review changes in accounting principles and practices being followed;
- (d) To review with the auditor and management any significant recommendations made by the auditor;
- (e) To report to the ~~Diocesan Council~~ **Synod Council** after each meeting; and
- (f) To undertake such other tasks as may either be requested by the ~~Diocesan Council~~ **Synod Council** or as may be appropriate for the Audit Committee, as outlined in professional guidelines from time to time.

3. Auditors

- (a) The auditors shall conduct an annual audit of the financial accounts of Synod, in conformity with generally accepted auditing standards of the Canadian Institute of Chartered Accountants and report to the Bishop and the members of Synod on the financial statements of the Synod.
- (b) The auditors shall have access at all times to all records, documents, books, accounts and vouchers of the Synod and shall be entitled to require from the officers of the Synod such information and explanation as in their opinion may be necessary to enable them to report as required.
- (c) The auditors shall be entitled to attend each session of the Synod and shall receive notices and other communications that members of the Synod are entitled to receive and shall be entitled to speak during any part of the business which concerns them as auditors.



CANON 37
CONSTITUTION AND CANONS COMMITTEE

1. Membership

There shall be a Committee of the Synod known as the Constitution and Canons Committee, elected annually by the ~~Diocesan Council~~ **Synod Council**, consisting of the:

- (i) Chancellor,
- (ii) Vice Chancellor(s),
- (iii) Registrar,
- (iv) Four (4) Members, two from each order. All Lay Members must be members of a Vestry as prescribed by Canon 14(4), or a member of a church in full communion with the Anglican Church of Canada, and at least half of the members must be Members of a Session of Synod.

2. Duties

The duties of the said Committee shall be:

- (1) To consider such amendments or revisions to the Constitution and Canons of the Synod as may be referred to it by Synod, or any Committee thereof, and to report how best such revisions and/or amendments may be incorporated in the Constitution and Canons; and
- (2) To consider from time to time the Constitution and Canons, and to report to the ~~Diocesan Council~~ **Synod Council** any needed revision in terminology or arrangement.



CANON 39
INVESTMENT COMMITTEE

1. There shall be a committee of the Synod called the Investment Committee, hereinafter call the Committee.
2. **Membership**
Membership of the Committee shall consist of:
 - (1) two (2) clerical and two (2) lay members of Synod, elected annually by the ~~Diocesan Council~~ **Synod Council**; and
 - (2) four (4) members of the laity appointed annually by the Bishop after consultation with the Chairperson of the Committee for the previous year.
3. **Consolidated Trust Fund**
The Committee shall hold, manage and invest as one Consolidated Trust Fund all personal property, securities and monies entrusted to it, whether or not invested in or held by the Synod in trust, save such as the ~~Diocesan Council~~ **Synod Council** of Synod may otherwise direct, and such trust property as may be the subject of individual investment restrictions imposed by the donor or settlor.
4. **Accounts**
Separate and distinct accounts of each and every trust, showing the capital of the same, shall be kept, and the interest and profits received or accruing (the "revenues") from the several investments made of the whole of the Consolidated Trust Fund shall be divided among the several trusts pro rata in the proportion borne by each separate trust fund to the whole Consolidated Trust Fund, after deducting from such receipts the expenses of management, investment and administration.
5. **Investment Powers**
The Committee may invest and re-invest all the assets now or hereafter comprising the Consolidated Trust in such a manner as is now or may hereafter be authorized under the provisions of The Trustee Act, R.S.O. 1980 Ch. 512.
6. **First York Rectory**
The Committee shall manage the capital of the endowments of the First York Rectory.
7. **Other Powers**
The Committee shall have all powers of purchase, lease, sale or any other disposition as may be necessary to carry out the intent of this Canon; provided, however, that real property shall not be sold, licensed, mortgaged, leased or otherwise dealt with save with the written consent of the Bishop and the ~~Diocesan Council~~ **Synod Council**.

Note: The Acts conferring the above powers on the Synod are 41 Victoria C.69, 47 Victoria C.90, 54 Victoria C.101 and amending acts, 1 Edward VIII C.86, 8-9 Elizabeth II.



**CANON 43 [SUSPEND]
AREAS AND AREA BISHOPS**

1. Areas

The Diocese shall be divided into geographical areas (the “Areas”) fixed from time to time by the Bishop in consultation with the Area Bishops and the Synod Council.

2. Area Bishops

The Bishop may designate a Suffragan Bishop, to be called an Area Bishop, to exercise episcopal office within an Area. An Area Bishop shall execute such matters pertaining to the episcopal office as the Bishop may delegate.

3. Unless otherwise authorized by the Bishop, an Area Bishop shall reside within the Area to which he or she has been designated.



**CANON 44 [SUSPEND]
AREA COUNCILS**

Each Area shall have an Area Council which shall act in an advisory capacity to the Bishop or Area Bishop on matters referred to it for advice by the Bishop, Area Bishop, Synod Council, or Synod. The Area Council shall have a minimum of ten members and meet at least three times a year.

An Area Council shall be composed of:

- (a) the Bishop or Area Bishop;
- (b) any person appointed to be the Chair of the Area Council;
- (c) archdeacons serving in the Area; and
- (d) representatives of the clergy and laity elected in a manner determined by the Area Bishop in consultation with the area Council;

In addition to the above-named members, an Area Council may have representatives of the clergy and laity appointed in a manner determined by the Area Bishop in consultation with the Area Council, some or all of whom shall be subject to the term limitations specified in Section 4.

Membership of an Area Council shall be restricted to clergy serving or living in the Area and to lay persons over the age of sixteen years who are members of a Vestry in the Area. Any member of the Area Council appointed or elected to represent the Area Council on the Diocesan Council must be a member of Synod.

Elected members of an Area Council shall be limited to a maximum of three successive terms of two years each, following which no such member may be elected for two years. Any person appointed to be the Chair of the Area Council is not subject to this limitation of term. Further, the Bishop or Area Bishop may appoint some persons as members without limitation of the term.

The Area Council shall:

- (a) propose and recommend a budget for its operations to the Synod Council;
- (b) supervise and authorize the payment of money pursuant to its budget as authorized by Synod and the Synod Council;
- (c) develop and propose policy recommendations to the Diocesan Council for its consideration;
- (d) provide opportunities in the Area for lay and clergy training events and other Area gatherings;
- (e) appoint youth and young adult members to Synod as required by the Constitution; and
- (f) report on its activities to the Synod Council at least annually.
- (g) appoint or elect one Area Council member who is a member or Synod as a representative of the Area Council to the Diocesan Council.

